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2015 ~~June~~ JUN 01 AM 6:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JUN 01 2014
C. CARROTHERS

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-23

CONTACT: RICKY SOTO

DATE: 06/01/2015

REF. #: 9569916

CORP. NAME: TCG ACQUISITION SUB 1, INC. merging into FOOD SERVICE SALES & MARKETING ASSOCIATES, INC.

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

****FILE FIRST****

STATE FEES PREPAID WITH CHECK# 31168484 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

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| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

**ARTICLES OF MERGER
OF
TCG ACQUISITION SUB 1, INC.
INTO
FOOD SERVICE SALES & MARKETING ASSOCIATES, INC.**

The following Articles of Merger are submitted to merge the following Florida corporations in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

FIRST: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Food Service Sales & Marketing Associates, Inc.	Florida	M79716

SECOND: The name and jurisdiction of the merging corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
TCG Acquisition Sub 1, Inc.	Florida	P15000040407

THIRD: The Plan of Merger (the "Plan of Merger"), attached hereto and incorporated herein as Exhibit A, was adopted by the shareholders of the surviving corporation in accordance with Section 607.1103, Florida Statutes, on June 1, 2015.

FOURTH: The Plan of Merger was adopted by the sole shareholder of merging corporation in accordance with Section 607.1103, Florida Statutes, on June 1, 2015.

FIFTH: The effective date of the merger shall be June 1, 2015.

[The remainder of this page is intentionally left blank.]

2015 June 1 AM 6:25
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be signed by each of their respective authorized representatives this 1st day of June, 2015.

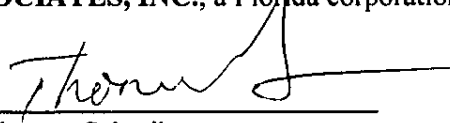
MERGING CORPORATION:

TCG ACQUISITION SUB 1, INC.,
a Florida corporation

By: _____
John Goodman
President

SURVIVING CORPORATION:


**FOOD SERVICE SALES & MARKETING
ASSOCIATES, INC.,** a Florida corporation

By: 
Thomas Schreiber
Chief Executive Officer

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be signed by each of their respective authorized representatives this 1st day of June, 2015.

MERGING CORPORATION:

TCG ACQUISITION SUB 1, INC.,
a Florida corporation

By: 

John Goodman
President

SURVIVING CORPORATION:

**FOOD SERVICE SALES & MARKETING
ASSOCIATES, INC.,** a Florida corporation

By: _____
Thomas Schreiber
Chief Executive Officer

EXHIBIT A

PLAN OF MERGER

This Plan of Merger (the "Plan of Merger") is entered into this 1st day of June, 2015, by and between **FOOD SERVICE SALES & MARKETING ASSOCIATES, INC.**, a Florida corporation ("FSS&MA"), and **TCG ACQUISITION SUB 1, INC.**, a Florida corporation ("TCG Sub 1"), pursuant to Chapter 607, Florida Statutes.

WITNESSETH:

WHEREAS, the shareholders of FSS&MA and the sole shareholder of TCG Sub 1 deem it advisable that TCG Sub 1 merge with and into FSS&MA (the "Merger"), as hereinafter specified;

WHEREAS, FSS&MA filed its Articles of Incorporation in the office of the Secretary of State of Florida and was duly formed on May 3, 1988. FSS&MA's shareholder interests are as follows:

Thomas Schreiber Revocable Trust	87%
Richard Heidt	13%

WHEREAS, TCG Sub 1 filed its Articles of Incorporation in the office of the Secretary of State of Florida and was duly formed on May 5, 2015. TCG Sub 1's shareholder interests are as follows:

The CORE Group, Inc.	100%
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NOW, THEREFORE, FSS&MA and TCG Sub 1, by and among their respective shareholders, in consideration of the mutual covenants, agreements and provisions hereinafter contained and contained in that certain Agreement and Plan of Merger, dated as of June 1, 2015, by and among The CORE Group, Inc. ("TCG"), a Delaware corporation, TCG Sub 1, TCG Acquisition Sub 2, Inc., a Delaware corporation, FSS&MA, Richard Heidt, as an individual stockholder of FSS&MA, and Thomas Schreiber, on behalf of himself as an individual, as Trustee of the Thomas Schreiber Revocable Trust, a stockholder of FSS&MA, and as the FSS&MA stockholders' representative (the "Merger Agreement"), do hereby prescribe the terms and conditions of said merger and of carrying the same into effect as follows:

FIRST: The name and jurisdiction of the **surviving** corporation is:

FOOD SERVICE SALES & MARKETING ASSOCIATES, INC.,
a Florida corporation

SECOND: The name and jurisdiction of the **merging** corporation is:

TCG ACQUISITION SUB 1, INC., a Florida corporation

THIRD: The Articles of Incorporation of FSS&MA, as in effect on the date of the merger provided for in this Plan of Merger, shall be amended and restated in their entirety, as attached hereto, to contain the provisions of the articles of incorporation of TCG Sub 1 and, as so amended and restated, shall be the articles of incorporation of the surviving corporation until thereafter amended in accordance with their terms and as provided by applicable law.

FOURTH: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation, in whole or in part, or into cash or other property is as follows:

- A. Upon the effect of the Merger, the shareholder interests of the Thomas Schreiber Revocable Trust and Richard Heidt in FSS&MA shall be converted into the right to receive the Merger Consideration, as such term is defined in, and in accordance with the terms and conditions of, the Merger Agreement.
- B. Upon the effect of the Merger, the shareholder interests of TCG in TCG Sub 1 will be converted to shares of the surviving corporation and the shareholder interests of the surviving corporation shall be as follows:

The CORE Group, Inc.	100%
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- C. Upon the effect of the Merger, the separate existence of TCG Sub 1 will cease and all ownership interests of TCG Sub 1 that have been issued prior to the Merger shall be cancelled and retired and all rights in respect thereof shall cease to exist without any payment therefor.

FIFTH: This Merger shall be effective as of the 1st day of June, 2015.

IN WITNESS WHEREOF, the parties to this Plan of Merger, pursuant to authority duly given by their respective shareholders, have caused this Plan of Merger to be executed as of the date first written above.

TCG ACQUISITION SUB 1, INC.,
a Florida corporation

By: 

John Goodman, President

**FOOD SERVICE SALES & MARKETING
ASSOCIATES, INC.**, a Florida corporation

By: _____


Thomas Schreiber, Chief Executive Officer

IN WITNESS WHEREOF, the parties to this Plan of Merger, pursuant to authority duly given by their respective shareholders, have caused this Plan of Merger to be executed as of the date first written above.

TCG ACQUISITION SUB 1, INC.,
a Florida corporation

By: _____
John Goodman, President

**FOOD SERVICE SALES & MARKETING
ASSOCIATES, INC.**, a Florida corporation

By:  _____
Thomas Schreiber, Chief Executive Officer

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

**FOOD SERVICE SALES & MARKETING ASSOCIATES, INC.
(A FLORIDA CORPORATION)**

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation, which Amended and Restated Articles of Incorporation shall supersede and take the place of the existing Articles of Incorporation and all amendments thereof:

ARTICLE I

NAME

The name of the corporation is Food Service Sales & Marketing Associates, Inc.

ARTICLE II

PRINCIPAL OFFICE

The principal street address and mailing address is 11075 Santa Monica Blvd., Suite 150, Los Angeles, California 90025.

ARTICLE III

PURPOSE

The purpose for which the corporation is organized is to engage in any lawful act or activity for which Corporations may be organized under the laws of the State of Florida.

ARTICLE IV

SHARES

The number of shares of stock is 1,000 common; par value \$0.01.

ARTICLE V

OFFICERS AND DIRECTORS

Name and Title: John Goodman, Director
Address: 11075 Santa Monica Blvd., Suite 150
Los Angeles, CA 90025

Name and Title: John Goodman, President
Address: 11075 Santa Monica Blvd., Suite 150
Los Angeles, CA 90025

Name and Title: John Goodman, Secretary
Address: 11075 Santa Monica Blvd., Suite 150
Los Angeles, CA 90025

Name and Title: John Goodman, Treasurer
Address: 11075 Santa Monica Blvd., Suite 150
Los Angeles, CA 90025

ARTICLE VI
REGISTERED AGENT

The name and Florida street address of the registered agent is:

Name: C T Corporation System
Address: 1200 South Pine Island Road
Plantation, FL 33324

Registered Agent's Signature

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

By: Connie Bryan
Name: Connie Bryan
Title: Assistant Secretary

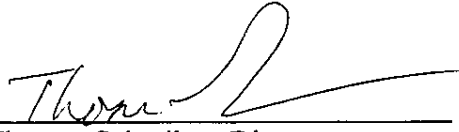
CERTIFICATE

Pursuant to Section 607.1007, Florida Statutes, Food Service Sales & Marketing Associates, Inc., a Florida corporation (the "Corporation"), certifies that:

1. The name of the Corporation is Food Service Sales & Marketing Associates, Inc.
2. The text of the Corporation's Amended & Restated Articles of Incorporation is set forth in the Amended and Restated Articles of Incorporation of Food Service Sales & Marketing Associates, Inc. attached hereto, which Amended and Restated Articles of Incorporation have been duly adopted by the shareholders. The number of votes cast for the Amended and Restated Articles of Incorporation was sufficient for the approval thereof.

Dated this 1st day of June, 2015.

Food Service Sales & Marketing Associates, Inc.

By: 
Thomas Schreiber, Director